

**Section:** Corporate- Administration

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### **Purpose**

The Hospital is committed to ensuring that it achieves standards of excellence in the quality of its governance and has adopted this policy describing the duties and expectations of Governors.

### **Application**

This position description applies to all elected and ex-officio Governors and is provided to prospective Governors before they are recruited for appointment to the Board.

### **Position Description – Board of Governors**

In contributing to the collective achievement of the responsibilities of the Board as detailed in Board of Governors, Statement of the Roles and Responsibilities of the Board (POL.ADM.14654), the individual Governor is responsible for the following:

#### • **Fiduciary Duties**

Each Governor is responsible to act honestly, in good faith and in the best interests of the Hospital and in so doing, to support the Hospital in fulfilling its mission and discharging its accountabilities.

A Governor shall apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge and experience. Governors with special skills and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

#### • **Role**

Each Governor will exercise accountability and oversight for the affairs of the Corporation (refer to Board of Governors, Statement of the Roles and Responsibility of the Board).

Governors will participate generally or specifically in Board practices including:

#### Fiduciary Activities

- Stewardship of Hospital resources;
- compliance with legislation;
- development of the operating and capital budgets;
- resource management; and

- management oversight.

Strategic Activities

- Develop the Hospital's mission, vision, values, strategic directions, strategic plan and annual goals and objectives.

Generative Activities

- Dialogue and be a resource to management in the development of Hospital-related plans.

Collaborative Activities

- Participate in system planning, identifying and exploring operational synergies, and building corporate sustainability.

• **Accountability**

A Governor's fiduciary duties are owed to the corporation. The Governor is not solely accountable to any special group or interest and shall act and make decisions that are in the best interest of the Hospital, as a whole. A Governor shall be knowledgeable of the stakeholders to whom the Hospital is accountable and shall appropriately take into account the interests of such stakeholders when making decisions as a Governor, but shall not prefer the interests of any one group if to do so would not be in the best interests of the Hospital.

• **Education**

A Governor shall acquire knowledge about:

- The operations of the Hospital;
- The health care needs of the community served;
- The health care environment generally;
- The duties and expectations of a Governor;
- The Board's governance role;
- Board's governance structure and processes;
- Board adopted governance policies; and,
- Hospital policies applicable to Board members.

A Governor will participate in a Board orientation session and Board education sessions. A Governor should attend additional appropriate educational conferences in accordance with Board approved policies.

- **Board Policies and Hospital Policies**

A Governor, following orientation, shall be knowledgeable of, and comply with, the Board and Hospital policies that are applicable to the Board including:

- The Hospital's Code of Conduct;
- The Hospital's Conflict of Interest Policy; and
- The Hospital and Board's Confidentiality Policies.

- **Teamwork**

A Governor shall develop and maintain sound relations and work cooperatively and respectfully with the Board Chair, members of the Board and senior management.

- **Community Representation and Support**

A Governor shall represent the Board and the Hospital in the Community when asked to do so by the Board Chair. Board members shall provide financial support to the Hospital's Foundation in accordance with their means and shall support the Hospital and the Foundation through attendance at Hospital and Foundation sponsored events whenever possible.

- **Time and Commitment**

A Governor is expected to commit the time required to perform Board and Committee duties. It is expected that a Governor will devote a minimum of between 8 and 10 hours per month.

The Board meets approximately seven times a year and a Governor is expected to adhere to the Board's attendance policy that requires attending at least two thirds of Board and Standing Board Committee meetings.

A Governor is expected to serve on at least one standing committee. Committees generally meet six times a year.

- **Contribution to Governance**

Governors are expected to make a contribution to the governance role of the Board through:

- Reading materials in advance of meetings and coming prepared to contribute to discussions;
- Offering constructive contributions to Board and Committee discussions;
- Contributing his or her special expertise and skill;
- Respecting the views of other members of the Board;
- Voicing conflicting opinions during Board and Committee meetings but respecting the

decision of the majority even when the Governor does not agree with it;

- Respecting the role of the Chair;
- Respecting the role and Terms of Reference of Board Committees; and,
- Participating in Board evaluations and annual performance reviews.

• **Continuous Improvement**

A Governor shall commit to be responsible for continuous self-improvement. A Governor shall receive and act upon the results of Board evaluations in a positive and constructive manner.

**Term and Renewal**

As specified in the bylaws, a Governor is elected for a term of three years and may serve for a maximum of 9 years. A Governor's renewal is not automatic and shall depend on the Governor's performance and the willingness of the Governor to stand.